

Ampio Pharmaceuticals, Inc.
 Form 3/A
 November 27, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Bar-Or David</p> <p>(Last) (First) (Middle)</p> <p>C/O AMPIO PHARMACEUTICALS, INC.,Â 5445 DTC PARKWAY, SUITE 925</p> <p>(Street)</p> <p>GREENWOOD VILLAGE,Â COÂ 80111</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/12/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ampio Pharmaceuticals, Inc. [AMPE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Scientific Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/27/2011</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Stock Option (right to buy) | Â (2) | 08/12/2020 | Common Stock | 400,000 (1) | \$ 1.03 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bar-Or David C/O AMPIO PHARMACEUTICALS, INC. 5445 DTC PARKWAY, SUITE 925 GREENWOOD VILLAGE,Â COÂ 80111 | Â X | Â | Â Chief Scientific Officer | Â |

Signatures

/s/ Mark D. McGregor, by power of attorney

11/27/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

As previously reported on a Form 3 filed on September 27, 2011 by the reporting person, the reporting person reported acquiring stock options to purchase 700,000 shares of common stock pursuant to the Company's 2010 Stock and Incentive Plan. However, the Company subsequently determined that stock options to purchase 300,000 shares of common stock were not validly granted pursuant to the

(1) Company's 2010 Stock and Incentive Plan because they exceeded the limit on the number of stock options that may be granted to any individual participant during any calendar year period. Accordingly, the attempted grant of these excess stock options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of stock options acquired.

The stock option vests and becomes exercisable with respect to one-third of the underlying shares on the date of grant (August 12, 2010),

(2) with respect to one third of the underlying shares on the first anniversary of the date of grant, and with respect to the remaining one-third of the underlying shares on the second anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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